

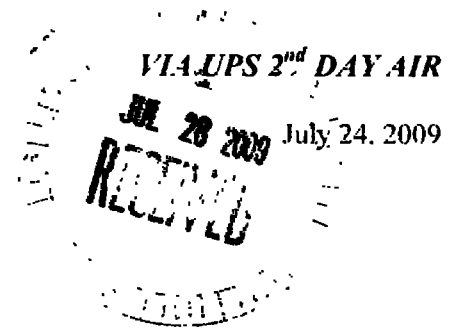
JUL 28 '09

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FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

SURFACE TRANSPORTATION BOARD



Ms. Anne K. Quinlan  
Surface Transportation Board  
395 E Street, Suite 100  
Washington, DC 20024  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated June 1, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 27618.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Williams Equipment Services, LLC  
7065 Shreveport Hwy  
Leesville, LA 71446

A description of the railroad equipment covered by the enclosed document is for eighty (80) 52'6" inside length gondola cars; with NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Marcia Dunne".

Marcia Dunne  
Senior Rail Documentation Specialist

Enclosures

(WII-Q0027002A)

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ASSGN. NO.: WIEQ002/002A

## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1<sup>st</sup> day of June, 2009, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Williams Equipment Services, LLC ("Lessee"), a Louisiana corporation.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 21, 2008, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 26, 2008, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. SeymourName: RICHARD F. SEYMOUR

VICE PRESIDENT

Title: \_\_\_\_\_

ATTEST:

By: Susan GrokulskaName: SUSAN GROKULSKYTitle: ASSISTANT DIRECTOR  
OF DOCUMENTATIONExecuted on this 1<sup>st</sup> day of June, 2009.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 1<sup>st</sup> day of June, 2009.

Commission Expires:

6-2012

(Notary Public)

Notary Public



LESSEE:

WILLIAMS EQUIPMENT SERVICES, LLC

ATTEST:

By: Charles Williams

Name: Charles Williams

By: \_\_\_\_\_

Title: Vice-President

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

[CORPORATE SEAL]

STATE OF Louisiana

COUNTY OF Vernon

I, Mary Jernigan, a Notary Public of the County and State aforesaid, certify that Charles Williams personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 21 day of May, 2009.

Mary Jernigan  
Notary Public

Commission Expires:

Life  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Eighty (80)

DESCRIPTION OF CARS: Gondolas, (E534), 52'6" inside length, 263,000 or 268,000 pound GRL, 4'6" to 5' high sides.

CAR NUMBERS:

NDYX 315055	NDYX 316015	NDYX 316132
NDYX 315079	NDYX 316016	NDYX 316137
NDYX 315225	NDYX 316018	NDYX 316143
NDYX 315238	NDYX 316020	NDYX 316144
NDYX 315401	NDYX 316023	NDYX 316147
NDYX 315405	NDYX 316024	NDYX 316148
NDYX 315406	NDYX 316026	NDYX 316151
NDYX 315418	NDYX 316029	NDYX 316152
NDYX 315421	NDYX 316031	NDYX 316168
NDYX 315425	NDYX 316037	NDYX 316176
NDYX 315473	NDYX 316045	NDYX 316177
NDYX 315475	NDYX 316047	NDYX 316178
NDYX 315507	NDYX 316049	NDYX 316179
NDYX 315513	NDYX 316052	NDYX 316184
NDYX 315530	NDYX 316056	NDYX 316192
NDYX 315546	NDYX 316060	NDYX 316194
NDYX 315583	NDYX 316072	NDYX 316197
NDYX 315808	NDYX 316074	NDYX 316211
NDYX 315718	NDYX 316078	NDYX 316219
NDYX 315753	NDYX 316083	NDYX 316221
NDYX 315756	NDYX 316085	NDYX 316224
NDYX 315758	NDYX 316090	NDYX 316237
NDYX 315760	NDYX 316092	NDYX 316246
NDYX 316002	NDYX 316098	NDYX 320585
NDYX 316003	NDYX 316099	
NDYX 316007	NDYX 316109	
NDYX 316009	NDYX 316114	
NDYX 316013	NDYX 316128	